

AUG 24 '12 -3 22 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318 7575
Fax 847.318 7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

August 22, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated March 13, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 30061.

The names and addresses of the parties to the enclosed document are.

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N. River Road, Suite 5000
Rosemont, IL 60018

Lessee: Arkansas Lime Company
5429 LBJ Freeway
Suite 230
Dallas, TX 75240

A description of the railroad equipment covered by the enclosed document is for eight (8) hopper cars having FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,


Marcia Dunne
Senior Documentation Specialist

Enclosures

(ARL1003)

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ASSGN. NO.: ARLI003

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13th day of March, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Arkansas Lime Company ("Lessee"), an Arkansas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 4, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 13, 2012 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]Name: JOHN J. THOMAS
PRESIDENTBy: Susan GrokulskaName: SUSAN GROKULSKY
ASSISTANT DIRECTORTitle: OF DOCUMENTATIONExecuted on this 13th day of March, 2012.

[CORPORATE SEAL]

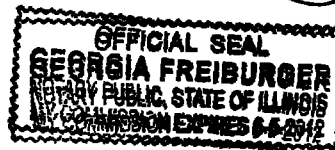
STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of March, 2012

Notary Public

My Commission Expires:

6-2012
(Notary Public)

LESSEE:

ARKANSAS LIME COMPANY

ATTEST:

By: Dave Leymeister

Name: Dave Leymeister

Title: Vice President Sales/Marketing

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF DALLAS

I, Karen Hoagland, a Notary Public of the County and State aforesaid, certify that Dave Leymeister personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1 day of March, 2012

Karen Hoagland
Notary Public

Commission Expires:

(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Eight (8)

DESCRIPTION OF CARS: Covered hopper cars

CAR NUMBERS:

1	FURX	839368
2	NDYX	475260
3	NDYX	475326
4	NDYX	827161
5	NDYX	839054
6	NDYX	839065
7	NDYX	839202
8	NDYX	839451